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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

August 23, 2002

RECORDATION NO. 24083 - A  
FILED

AUG 23 '02 2-58 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Head Lease Supplement (SCRRA 2002-W1), dated as of August 22, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement (SCRRA 2002-W1) which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Head Lessor: Southern California Regional Rail Authority  
700 South Flower Street  
Suite 2600  
Los Angeles, CA 90017

Head Lessee: SCRRA Rail Statutory Trust 2002-W1  
c/o State Street Bank and Trust Company  
of California, National Association  
Library Tower  
633 West Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, CA 90071

Mr. Vernon A. Williams  
August 23, 2002  
Page Two

A description of the railroad equipment covered by the enclosed document is:

Four (4) locomotives SCRRRA 884 – 887 and twenty-seven (27) bi-level commuter coaches within the series 183 – 210.

A short summary of the document to appear in the index is:

Memorandum of Head Lease Supplement (SCRRRA 2002-W1).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF HEAD LEASE SUPPLEMENT (SCRRA 2002-W1)**

Memorandum of Head Lease Supplement (SCRRA 2002-W1), dated as of August 22, 2002 between **SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY**, as Head Lessor (the "**Head Lessor**"), and **SCRRA RAIL STATUTORY TRUST 2002-W1** (the "**Head Lessee**").

**WITNESSETH:**

The undersigned have entered into that certain Head Lease Supplement (SCRRA 2002-W1), dated as of August 22, 2002, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

RECORDATION NO. 34083-A FILED

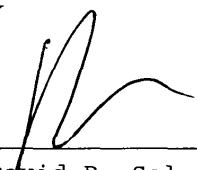
AUG 23 '02 2-58 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

SOUTHERN CALIFORNIA REGIONAL RAIL  
AUTHORITY

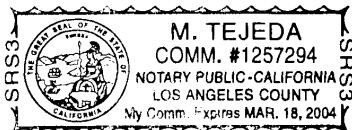
By:   
Name: David R. Solow  
Title: Chief Executive Officer

ACKNOWLEDGEMENT

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss.

On AUGUST 7, 2002, before me, M. TEJEDA, personally came DAVID RAND SOLOW, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



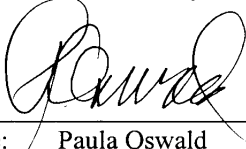
M. Tejada  
Notary Public

My commission expires on 3/18, 2004

**HEAD LESSEE:**

SCRR RAIL STATUTORY TRUST 2002-W1

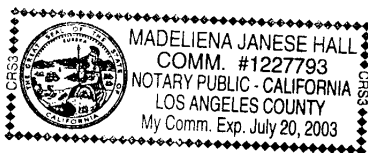
By State Street Bank and Trust Company of  
California, National Association, not in its  
individual capacity except as expressly set  
forth herein, but solely as Trustee

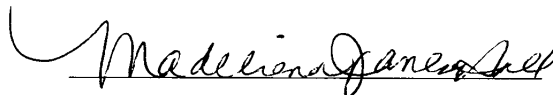
By:   
Name: Paula Oswald  
Title: Vice President

STATE OF CALIFORNIA       )  
  ) ss.  
COUNTY OF LOS ANGELES    )

On August 5, 2002, before me, Madeliena Janese Hall, personally appeared  
Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory~~  
evidence to be the person(~~X~~) whose name(~~X~~) is subscribed to the within instrument and  
acknowledged to me that she executed the same in her authorized capacity(~~ies~~) and that by her  
signature(~~X~~) on the instrument, the person(~~X~~) or the entity upon behalf of which the person(~~X~~)  
acted, executed the instrument.

WITNESS my hand and official seal.





My commission expires on July 20, 2003

# EXHIBIT A

## DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Description of Item of Equipment	Serial Number	Equipment Value
GM EMD F59PHI Locomotive	884	\$3,700,000
GM EMD F59PHI Locomotive	885	\$3,700,000
GM EMD F59PHI Locomotive	886	\$3,700,000
GM EMD F59PHI Locomotive	887	\$3,700,000
Bombardier Bi-Level Commuter Coach	183	\$2,925,000
Bombardier Bi-Level Commuter Coach	185	\$2,925,000
Bombardier Bi-Level Commuter Coach	186	\$2,925,000
Bombardier Bi-Level Commuter Coach	187	\$2,925,000
Bombardier Bi-Level Commuter Coach	188	\$2,925,000
Bombardier Bi-Level Commuter Coach	189	\$2,925,000
Bombardier Bi-Level Commuter Coach	190	\$2,925,000
Bombardier Bi-Level Commuter Coach	191	\$2,925,000
Bombardier Bi-Level Commuter Coach	192	\$2,925,000
Bombardier Bi-Level Commuter Coach	193	\$2,925,000
Bombardier Bi-Level Commuter Coach	194	\$2,925,000
Bombardier Bi-Level Commuter Coach	195	\$2,925,000
Bombardier Bi-Level Commuter Coach	196	\$2,925,000
Bombardier Bi-Level Commuter Coach	197	\$2,925,000
Bombardier Bi-Level Commuter Coach	198	\$2,925,000
Bombardier Bi-Level Commuter Coach	199	\$2,925,000
Bombardier Bi-Level Commuter Coach	200	\$2,925,000
Bombardier Bi-Level Commuter Coach	201	\$2,925,000
Bombardier Bi-Level Commuter Coach	202	\$2,925,000
Bombardier Bi-Level Commuter Coach	203	\$2,925,000
Bombardier Bi-Level Commuter Coach	204	\$2,925,000
Bombardier Bi-Level Commuter Coach	205	\$2,925,000
Bombardier Bi-Level Commuter Coach	206	\$2,925,000
Bombardier Bi-Level Commuter Coach	207	\$2,925,000
Bombardier Bi-Level Commuter Coach	208	\$2,925,000
Bombardier Bi-Level Commuter Coach	209	\$2,925,000
Bombardier Bi-Level Commuter Coach	210	\$2,925,000